

<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
In re: Reichhold Holdings US, Inc., <i>et al.</i> , Debtors		Case No. 14-12237 (MFW) Chapter 11, Jointly Administered
<b>Name of Debtor Against Which You Assert Your Claim.</b> <i>(If you are asserting a claim against more than one Debtor, you must file a separate Proof of Claim against each Debtor)</i>		<b>The Deadlines for filing Proofs of Claim are:</b>  <u>General Bar Date</u> <b>March 9, 2015</b> at 5:00 p.m. (Eastern Time)  <u>Governmental Bar Date</u> <b>March 30, 2015</b> At 5:00 p.m. (Eastern Time)
<div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Reichhold Holdings US, Inc. 14-12237  <input checked="" type="checkbox"/> Reichhold, Inc. 14-12238  <input type="checkbox"/> Canadyne Corporation 14-12239  <input type="checkbox"/> Canadyne-Georgia Corporation 14-12240         </div> <div style="text-align: center; font-size: 1.5em; font-weight: bold;">           RECEIVED             2015 MAR -9 PM 12: 43         </div> </div>		
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503, except you are to use this form for a section 503(b)(9) claim. See section 5a on the reverse side.		
Name and Address of Creditor (the person or other entity to whom the debtor owes money or property) where notices should be sent: Occidental Chemical Corporation c/o Katharine L. Mayer, Esquire McCarter & English, LLP 405 N. King Street, 8th Floor Wilmington, DE 19801  Telephone number: 302-984-6300 Fax number: _____ Email: kmayer@mccarter.com  <i>The address above will be used for service of notice of any objection to your claim, unless you provide a different notice address in the space provided by your signature on the reverse side.</i>  Name and address where payment should be sent (if different from above):          Telephone number: _____ Fax number: _____ Email: _____		<div style="text-align: center; font-weight: bold;">IMPORTANT INFORMATION</div> <p>If an amount is identified below, you have a claim scheduled by the Debtor as shown. If you agree with the amount and classification of your claim as scheduled by the identified Debtor and you have no other claims against any of the debtors, you do not need to file this proof of claim, <b>EXCEPT AS FOLLOWS</b>. If the amount shown is listed as DISPUTED, UNLIQUIDATED, OR CONTINGENT, a proof of claim MUST be filed in order for you to receive any distribution on account of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not refile your claim.</p> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="width: 45%;"> <input type="checkbox"/> Check this box if the claim amends a previously filed claim.   <b>Court Claim Number:</b>             _____            (If known)             Filed on: _____         </div> <div style="width: 45%;"> <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.         </div> </div>
<b>1. Amount of Claim as of Date Case Filed:</b> § TBD (Unliquidated)		
If all or part of your claim is <b>secured</b> , complete <b>item 4</b> . If all or part of your claim is entitled to <b>priority</b> , complete <b>item 5</b> . If all or part of your claim is filed as a <b>503(b)(9) claim</b> , complete <b>item 5a</b> on the reverse side.  <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
<b>2. Basis for Claim:</b> See attached documents (See instruction #2)		
<b>3. Last four digits of any number by which creditor identifies debtor:</b>  _____	<b>3a. Debtor may have scheduled account as:</b>  _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b>  _____ (See instructions #3b)
<b>4. Secured Claim (See instruction #4)</b> Check the appropriate box if your claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____  Basis for perfection: _____  Amount of Secured Claim:    \$ _____  Amount of Unsecured Claim: \$ _____

Claim No. 2810  
 Creditor No. 30468

# INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

## Items to be completed in Proof of Claim form

**Name of Debtor and Case Number:** Fill in the debtor's full name and the case number from the list below.

Name	Case No.	Date Filed
Reichhold Holdings US, Inc.	14-12237	09/30/14
Reichhold, Inc.	14-12238	09/30/14
Canadyne Corporation	14-12239	09/30/14
Canadyne-Georgia Corporation	14-12240	09/30/14

### Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

### 1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4, 5, and 5(a). Check the box if interest or other charges are included in the claim.

### 2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

### 3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

### 3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

### 3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

### 4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the

box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

### 5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

### 5a. Basis for 11 U.S.C. § 503(b)(9) Claim:

Claim for the "value of any goods received by the debtor within 20 days before the date of commencement of a case (September 9, 2014 to September 29, 2014) in which the goods have been sold to the debtor in the ordinary course of such debtor's business." 11 U.S.C. § 503(b)(9)

### 6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

### 7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

### 8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

## DEFINITIONS

### Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

### Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. § 101(10).

### Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

### Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the designated claims agent, Logan & Company, Inc.

### Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include

a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

### Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

### Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

### Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid

embarrassment or the disclosure of confidential health care information

### Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded

## INFORMATION

### Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may enclose a stamped self-addressed envelope and a copy of this proof of claim to Reichhold Holdings US, Inc. Claims Center, c/o Logan & Company, Inc., 546 Valley Road, Upper Montclair, NJ 07043

### Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

**5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a).** If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Up to \$2,600 for cases filed in 2010 and \$2,775 for cases filed in 2014 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507(a)(7).

☐ Wages, salaries, or commissions (up to \$11,725 for cases filed in 2010 and \$12,475 for cases filed in 2014) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507(a)(4).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8).

☐ Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5).

☐ Other – specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_\_).

Amount entitled to priority:

\$ \_\_\_\_\_

**5a. Complete this section to file a claim for an administrative expense pursuant to 11 U.S.C. § 503(b)(9).** By completing this section and signing below, you are certifying that the goods were sold in the ordinary course of the debtor's business as required by 11 U.S.C. § 503(b)(9).

**BASIS FOR 11 U.S.C. § 503(b)(9) CLAIM:** Goods delivered within 20 days of the commencement of the case.

Value of Goods: \$ \_\_\_\_\_

DATE OF SHIPMENT: \_\_\_\_\_ METHOD OF SHIPMENT: \_\_\_\_\_ DATE OF DELIVERY: \_\_\_\_\_

NAME OF CARRIER: \_\_\_\_\_ PLACE OF DELIVERY: \_\_\_\_\_

**TOTAL AMOUNT OF SECTION 503(b)(9) CLAIM: \$** \_\_\_\_\_

Check the box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

**BRIEF DESCRIPTION OF CLAIM:** \_\_\_\_\_

Describe goods sold: \_\_\_\_\_ *Attach support for your claim.*

**6. Credits:** The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

**7. Documents:** Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7 and definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

☐ I am the creditor. ☒ I am the creditor's authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.)

☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: KATHARINE MAYER

Title: Counsel for Creditor

Company: McCorker & English LLP

Telephone number: 302-984-6312 Email: Kmayer@mcorker.com

(Signature) [Signature] (Date) 3-6-15

Address and telephone number (if different from notice address above):

*The address you provide above will be used for service of notice of any objection to this Proof of Claim.*

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**SUBMITTING PROOF OF CLAIM FORM:** Submit original proof of claim form with any attachments to Logan & Company, Inc. by United States mail, overnight service, or hand delivery at the following address: **Reichhold Holdings US, Inc. Claims Center, c/o Logan & Company, Inc., 546 Valley Road, Upper Montclair, NJ 07043. Telephone: 973-509-3190.** Facsimile or other electronic means of delivery will not be accepted.

## **RIDER TO PROOF OF CLAIM<sup>1</sup>**

On September 15, 2003, the United States Environmental Protection Agency (“EPA”) served Reichhold, Inc. (the “Debtor”), formerly known as Reichhold Chemicals, Inc., with a General Notice of Potential Liability (the “2003 Notice”) for discharges into the Diamond Alkali Superfund Site (“Diamond Alkali Site”). The EPA has designated the Diamond Alkali Site as encompassing the lower 17 miles of the Passaic River, Newark Bay, and portions of the Hackensack River, Arthur Kill and Kill Van Kull (collectively the “Newark Bay Complex” or “NBC”).

Pursuant to the EPA’s 2003 Notice, the Debtor was informed of its potentially responsible party (“PRP”) liability relating to discharges into the NBC from its ownership and/or operations at 400 Doremus Avenue, Newark (the “Doremus Ave. Site”). Similarly, the New Jersey Department of Environmental Protection’s (“NJDEP”) Known Contaminated Site database also identifies the Debtor as a PRP for the Doremus Ave. Site, as well as for discharges from 46 Albert Avenue, Newark (the “Albert Ave. Site”) and 726 Rockefeller Street, Elizabeth (the “Elizabeth Site”). All three sites are located within the NBC watershed.

On December 13, 2005, NJDEP filed suit against Occidental Chemical Corporation (“Claimant”) and other defendants for alleged discharges at or from 80 Lister Avenue, Newark, New Jersey into the NBC (the “Passaic River Matter”). On February 4, 2009, the Debtor was named as a third-party defendant in the Passaic River Matter for alleged discharges into the NBC from the Doremus Ave. Site, Albert Ave. Site, Elizabeth Site and 150-154 Raymond Boulevard, Newark (the “Bayonne Barrel and Drum Site”).

On December 16, 2014, Claimant’s Consent Judgment with NJDEP (the “Consent Judgment”) was approved by the Superior Court of New Jersey (Essex). Under the Consent Judgment, Claimant agreed to pay \$190 million to the State of New Jersey and also agreed to certain future contingent liabilities, to settle its liability to the State of New Jersey in the Passaic River Matter. As of the date of the filing of this Proof of Claim, Claimant has already paid \$70 million to the State of New Jersey under the Consent Judgment.

At the federal level, in a November 19, 1990 Consent Decree, the EPA identified Claimant as a PRP for, *inter alia*, costs related to prepare and implement a Remedial Investigation and Feasibility Study (“RI/FS”) for the NBC. On May 8, 2007, both the Debtor and Claimant executed an Administrative Settlement Agreement and Order on Consent with 71 other PRPs and the EPA to complete the RI/FS, which currently remains pending. Moreover, in April 2014, the EPA issued a Remedial Investigation Report and Focused Feasibility Study (“FFS”) in support of a \$1.7 billion dredging project within the lower-8 miles of the Passaic River.

---

<sup>1</sup> *This Proof of Claim is filed without prejudice to any rights or remedies of Claimant whatsoever, including, but not limited to, any additional claims, setoffs, or defenses of Claimant against the Debtor, or any other person or entity, or the commencement of any adversary proceeding. This Proof of Claim should not be deemed an acceptance of any Plan filed by the Debtor or any other party-in-interest, or an agreement to be bound by such Plan, to the extent applicable. Nothing herein should be deemed a waiver or forbearance of Claimant’s rights and remedies against any other non-debtor party, at law or in equity, outside the Bankruptcy Court.*

Accordingly, Claimant maintains contribution claims, and other potential claims, against Debtor for liabilities related to the Consent Judgment and/or any future federal or private action concerning the environmental condition of the NBC. The amount of Claimant's contribution claim, or other potential claims, against the Debtor has not yet been determined. Thus, this Proof of Claim is filed in an unliquidated amount to preserve Claimant's claims against the Debtor. Claimant reserves all rights with respect to amending, modifying, and/or supplementing this Proof of Claim, from time to time, as may be necessary.

12268340v2

**McCARTER  
& ENGLISH**  
ATTORNEYS AT LAW  
Renaissance Centre  
405 N. King Street, 8th Floor  
Wilmington, DE 19801  
(302) 984-6300

March 6, 2015

**VIA FEDERAL EXPRESS**

Logan & Company, Inc.  
Attention: Reichhold Holdings US, Inc.  
546 Valley Road  
Upper Montclair, NJ 07043  
Telephone: (973) 509-3190

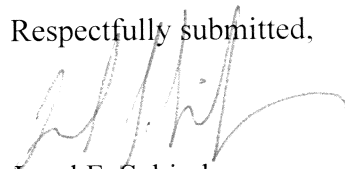
**Re: Occidental Chemical Corporation, LLC Proof of Claims**  
***In re: Reichhold Holdings US, Inc., Case No. 14-12238 (MFW)***

To Whom It May Concern:

Enclosed please find an original proof of claim for the claimant Occidental Chemical Corporation, LLC for Debtor Reichhold Holdings US, Inc., Case No. 14-12238 (MFW).

Also enclosed, please find a copy of the proof of claim and a self-addressed stamped envelope. Please file and return the proof of claim copy in the attached self-addressed stamp envelope at your earliest convenience. Should you have any questions, please feel free to contact me at the above listed phone number. Thank you.

Respectfully submitted,



Jared F. Schierbaum

jfs - Enclosure